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February 3, 2012

**BY FEDEX DELIVERY**

Town of Southampton Department of Land Management  
Town Hall  
116 Hampton Road  
Southampton, NY 11968  
Attn: Freda Eisenberg, AICP, Acting Town Planning &  
Development Administrator

**Re: Proposed Changes of Zone for Property Located on the South Side of County Road 39 and East Side of Magee Street, in the Town of Southampton, from "HB (Highway Business)" and "R-20 Residence" to "SCB (Shopping Center Business)" – Suffolk County Tax Map Parcel Nos. 0900-158.00-03.00-004.000, 005.000, and 006.000, and Part of 019.000**

Dear Ms. Eisenberg:

We are the attorneys for Southampton Venture, LLC ("Southampton Venture"), which owns several adjoining parcels of land located on the south side of County Road 39 and the east side of Magee Street in the hamlet of Tuckahoe, Town of Southampton.

Pursuant to Section 330-185(C) of the Code of the Town of Southampton (the "Town Code"), we are hereby requesting the scheduling and holding of a public work session at which the Town Board may consider Southampton Venture's proposal to change the zoning classifications of portions of its properties, and two adjoining properties, to allow for the unified redevelopment of these properties -- which comprise a total of 7.2569 acres or 316,109 square feet -- as the "Tuckahoe Center" project, which would include a 40,000-square-foot market, supporting retail and commercial uses (i.e., a 15,000-square-foot retail building and a 3,500-square-foot bank), and off-street parking and other accessory uses.

The proposed "Tuckahoe Center" redevelopment is presented, in conceptual form, on the accompanying signed and sealed "Proposed Concept Plan," prepared by The Raynor Group, P.E. & L.S., PLLC, dated February 3, 2012.

The specific changes of zone that Southampton Venture proposes in connection with the "Tuckahoe Center" project include (1) changing the current "HB (Highway Business)" zoning classifications of 276,073 square feet of land (including Suffolk County Tax Map

Parcel Nos. 0900-158.00-03.00-004.000, 005.000, and 006.000) to "SCB (Shopping Center Business)," and (2) changing the current "R-20 Residence" zoning classification of 40,036 square feet of the northerly portion of Tax Map Parcel No. 0900-158.00-03.00-019.000 to "SCB (Shopping Center Business)." Southampton Venture proposes that the northerly portion of Tax Parcel 19 be changed from "R-20 Residence" to "SCB (Shopping Center Business)" solely to allow such portion of Tax Parcel 19 to provide (1) the 50-foot-wide "transitional" rear yard required by Southampton Town Code Section 330-83(G)(1)(a) for the "Tuckahoe Center" redevelopment on Tax Parcels 4, 5, and 6, and (2) driveway access from the proposed "Tuckahoe Center" redevelopment to Magee Street. No building or parking is proposed to be placed on any portion of Tax Parcel 19, which is currently zoned "R-20 Residential."

In support of the proposed changes of zone described above, and also in fulfillment of the requirements of Town Code Section 330-185(C), I am submitting herewith the following information and documentation:

1. The names and addresses of the owners of record of the properties proposed, in whole or in part, for the aforesaid changes of zone are as follows:

Tax Parcel No. 0900-158.00-03.00-004.000

Pinill Corp.  
134 Mariners Drive  
Southampton, NY 11968

Tax Parcel No. 0900-158.00-03.00-005.000

Southampton Venture, LLC  
825 Third Avenue, Suite 1801  
New York, NY 10022

Tax Parcel No. 0900-158.00-03.00-006.000

Mark Zuccherro (Trustee)  
1095 Millstone Road  
Sag Harbor, NY 11963

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Tax Parcel No. 0900-158.00-03.00-019.000

Southampton Venture, LLC  
825 Third Avenue, Suite 1801  
New York, NY 10022

2. The location of all lands adjoining the lands proposed for the aforesaid changes of zone are shown on the accompanying signed and sealed "Proposed Concept Plan," prepared by The Raynor Group, P.E. & L.S., PLLC and dated February 3, 2012. The names of the owners of such adjoining lands, as well as their addresses, as shown on the latest tax records (except for Tax Parcel 019.000, for which the foregoing address is provided), are as follows:

Tax Parcel No. 0900-158.00-03.00-002.000

Three Sixty Magee LLC  
c/o Glenn Craig Olsen  
5 Colonial Drive  
Huntington, NY 11743

Tax Parcel No. 0900-158.00-03.00-003.000

Celerity Holdings LLC  
P.O. Box 1204  
Southampton, NY 11969

Tax Parcel No. 0900-158.00-03.00-007.000

Paula & Louise, LLC  
12 Post Crossing  
East Quogue, NY 11942

Tax Parcel No. 0900-158.00-03.00-011.002 and 011.003

S & M Press, Inc.  
370 North Highway  
Southampton, NY 11968

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Tax Parcel No. 0900-158.00-03.00-015.000

Margaret Ann Lee  
P.O. Box 507  
Southampton, NY 11969-0507

Tax Parcel No. 0900-158.00-03.00-019.000

Southampton Venture, LLC  
825 Third Avenue, Suite 1801  
New York, NY 10022

3. The accompanying signed and sealed "Proposed Concept Plan," prepared by The Raynor Group, P.E. & L.S., PLLC and dated February 3, 2012, is submitted in conformance with the requirements of Town Code Section 330-185(C)(2)(c).

4. The following existing easements, deed restrictions, and covenants affect the subject properties:

(a) "Declaration of Covenants and Restrictions," dated July 6, 2001, by the President of A.A.M. Inc., recorded in the Office of the Suffolk County Clerk, at Liber 12133 of Conveyances, Page 684, on August 2, 2001 (affects Tax Parcel 004.000 -- for coordinated access and parking); and

(b) "Easement Agreement," dated October 31, 2007, among A.A.M. Inc., Southampton Venture, LLC, and 394 County Road 39 Corp., recorded in the Office of the Suffolk County Clerk, at Liber 12537 of Conveyances, Page 507, on January 16, 2008 (affects Tax Parcels 004.000, 006.000, and 019.000).

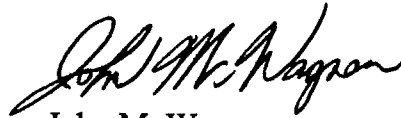
5. In fulfillment of Town Code Section 330-185(C)(2)(e), and recognizing the desire of the Town of Southampton for open space preservation, Southampton Venture respectfully proposes, as a community benefit or amenity associated with the "Tuckahoe Center" project and the aforesaid proposed changes of zone, a contribution of funds to the Town, in an amount to be determined, to be used exclusively for open space purchases in either the 11968 zip code or the Tuckahoe Common School District in the Town of Southampton.

6. The accompanying "Market Analysis" for "Proposed Tuckahoe Center," prepared for Southampton Venture by VHB Engineering, Surveying and Landscape Architecture, P.C. and dated May 2011, constitutes a preliminary market or demographic analysis supporting the proposed project's feasibility, as required by Town Code Section 330-185(C)(2)(f).

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Thank you for your consideration and, if you have any questions regarding this letter, the proposed changes of zone, or the proposed "Tuckahoe Center," please do not hesitate to contact me. Kindly advise me when the requested work session before the Town Board has been scheduled.

Very truly yours,



John M. Wagner

Enclosures

cc: Town Board of the Town of Southampton